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RECORDATION NO. 9777-E FILED
JAN 29 1999 11:30AM

OF COUNSEL
URBAN A. LESTER

January 25, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 9777.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

Counterparts -

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

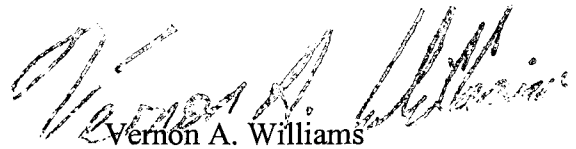
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/29/99 at 11:30 AM , and

assigned recordation numbers (s): 22004, 22005, 22005-A, 22006, 22006-A, 22006-B,
22006-C, 8759-J, 9026-I, 9777-E, 10361-G, 16132-C,
17953-D, 17954-D, 18066-P, 18190-B, 18436-B,
and 20266-A.

Sincerely Yours,



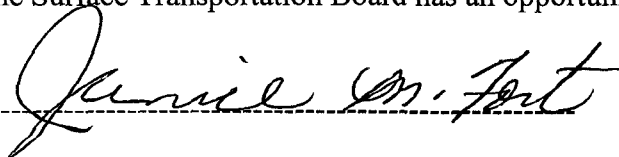
Vernon A. Williams

Enclosure(s) (18)

468.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: _____



BNSF



PATRICK J. OTTENSMEYER
Vice President - Finance
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

RECORDED
9777-E
JAN 29 1999
11-30AM

December 22, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: 


Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 23rd day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 23, 1998, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Craig N. Smetko
Notary Public
My Commission Expires: 01/12/99
Residing in Cook County, Illinois

RECORDATION NUMBER: 9777**Equipment Description:**

Number of Units: forty-seven (47)
Model: SD40-2

**Old Reporting Mark
and Road Numbers****New Reporting Mark
and Road Numbers**

BN	7075	BNSF	7075
BN	7076	BNSF	7076
BN	7077	BNSF	7077
BN	7078	BNSF	7078
BN	7079	BNSF	7079
BN	7080	BNSF	7080
BN	7081	BNSF	7081
BN	7082	BNSF	7082
BN	7083	BNSF	7083
BN	7084	BNSF	7084
BN	7085		
BN	7086		
BN	7087	BNSF	7087
BN	7088	BNSF	7088
BN	7089	BNSF	7089
BN	7090	BNSF	7090
BN	7091	BNSF	7091
BN	7092	BNSF	7092
BN	7093	BNSF	7093
BN	7094		
BN	7095	BNSF	7095
BN	7096		
BN	7097	BNSF	7097
BN	7098	BNSF	7098
BN	7099	BNSF	7099
BN	7100	BNSF	7100
BN	7101	BNSF	7101
BN	7102	BNSF	7102
BN	7103	BNSF	7103
BN	7104	BNSF	7104
BN	7105	BNSF	7105
BN	7106	BNSF	7106
BN	7107	BNSF	7107
BN	7108	BNSF	7108
BN	7109	BNSF	7109
BN	7110	BNSF	7110
BN	7111	BNSF	7111
BN	7112	BNSF	7112
BN	7113	BNSF	7113
BN	7114	BNSF	7114

BN	7115	BNSF	7115
BN	7116	BNSF	7116
BN	7117	BNSF	7117
BN	7118	BNSF	7118
BN	7119	BNSF	7119
BN	7120	BNSF	7120
BN	7121	BNSF	7121
BN	7122	BNSF	7122
BN	7123	BNSF	7123
BN	7124	BNSF	7124
BN	7125	BNSF	7125

Casualties: BN 7085, 7086, 7094, 7096